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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-12  
UTILITIES  
577.2 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Utilities**

**Bill Date: 12/30/05  
Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
MARAFIOTI KA	10/18/05	0.10	REVIEW CORRESPONDENCE FROM UTILITIES (0.1).
MARAFIOTI KA	10/25/05	0.60	WORK ON RESOLUTION OF UTILITIES OBJECTIONS (0.6).
MARAFIOTI KA	11/11/05	0.30	DEVELOP STRATEGY RE RESPONSE TO OBJECTIONS (0.3).
MARAFIOTI KA	11/15/05	0.10	REPORT ON UTILITY NEGOTIATIONS (0.1).
MARAFIOTI KA	11/21/05	1.50	CORRESPONDENCE RE UTILITIES (0.2); REVIEW BACKGROUND OF NYPA SUPPLY AGREEMENT AND RELATED APPLICATION (0.5); UPDATE RE STATUS OF UTILITY NEGOTIATIONS (0.8).
MARAFIOTI KA	11/28/05	0.10	TELECONFERENCE FROM M. HALL RE MONROE COUNTY WATER AUTHORITY INQUIRY (0.1).
		2.70	
<b>Total Partner</b>		2.70	
MATZ TJ	10/18/05	0.50	TELECONFERENCES WITH COUNSEL TO CONOCO PHILLIPS RE UTILITIES ORDER AND REMOVAL OF CONOCO PHILLIPS (0.5).
MATZ TJ	10/19/05	0.20	FOLLOW UP RE CONOCO PHILLIPS ENTITIES ISSUES (0.2).
MATZ TJ	10/20/05	0.30	WORKING ON UTILITIES ADEQUATE PROTECTION MATTERS (0.3).
MATZ TJ	10/24/05	2.20	REVIEWING AND WORKING ON RESOLUTIONS OF ALL OBJECTIONS TO UTILITIES ORDER AND FOLLOW UP WORK RE SAME (2.2).
MATZ TJ	10/25/05	1.30	CONTINUED REVIEWING AND REVISING OF UTILITIES OBJECTIONS AND RESOLUTIONS THEREOF (1.3).
MATZ TJ	11/02/05	0.50	CONTINUING WORK ON UTILITY MATTERS AND REQUEST FOR ADEQUATE ASSURANCE (0.5).
MATZ TJ	11/10/05	3.80	CONTINUING REVIEW OF ALL UTILITY REQUEST FOR ADEQUATE ASSURANCE, COMPANY'S RESPONSES AND STATUS OF DISPUTES; WORKING ON SAME, POSSIBLE RESOLUTIONS (3.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	11/11/05	4.90	CONTINUED REVIEW AND REVISE VARIOUS OUTSTANDING OBJECTIONS AND REQUEST FOR ADEQUATE ASSURANCE (1.6); TELECONFERENCES WITH COMPANY RE SBC AND AT&T RE UTILITY CLAIMS AND RECONCILIATIONS (0.6); CORRESPONDENCE RE SAME (1.2); TELECONFERENCES WITH VARIOUS COUNSELORS RE ADEQUATE ASSURANCE NEGOTIATIONS (1.5).
MATZ TJ	11/14/05	4.00	CONTINUING WORK ON VARIOUS UTILITY OBJECTIONS AND ADDRESSING POTENTIAL RESOLUTIONS OF REQUEST FOR ADEQUATE ASSURANCE (2.5); FOLLOW UP CORRESPONDENCE WITH ENTERGY RE AGREEMENT (0.4); PREPARING FORM OF LETTER AGREEMENT AND CORRESPONDENCE WITH SBC COUNSEL RE ADEQUATE PROTECTION OBJECTION/DISCUSSION (0.2); CORRESPONDENCE WITH DELPHI RE RECONCILIATION SBC ACCOUNTS (0.3); REVIEWING AND RESPONDING TO ALAGASCO REQUEST FOR ADEQUATE ASSURANCE (0.6).
MATZ TJ	11/15/05	4.40	TELECONFERENCES AND CORRESPONDENCE WITH SBC AND COMPANY RE OBJECTIONS, REQUEST FOR ADEQUATE ASSURANCE (0.9); TELECONFERENCES WITH V. DAGOSTINO AND COMPANY RE AT&T REQUEST FOR ADEQUATE ASSURANCE (0.8); CORRESPONDENCE ENTERGY REQUEST FOR ADEQUATE ASSURANCE AND SET OFF (0.7); FOLLOW UP WORK RE WITHDRAWAL OF ALL UTILITY OBJECTIONS AND AGREEMENTS RESOLVING SAME (2.0).
MATZ TJ	11/16/05	4.90	CONTINUING WORK ON POSSIBLE RESOLUTION OF VARIOUS R. JOHNSON CLIENTS, AT&T, AND ENTERGY CLAIMS (1.9); FOLLOW-UP CALLS AND CORRESPONDENCE RE SAME (0.9); TELECONFERENCE WITH D. LADDIN RE SBC AS EXPIRING SUPPLY CONTRACT (0.5); CONFERENCE CALL WITH REPRESENTATIVES OF SBC AND DELPHI RE SAME (0.8); FOLLOW UP WORK WITH DELPHI RE SAME (0.8).
MATZ TJ	11/17/05	1.60	CONTINUING WORK ON RESOLUTIONS OF UTILITIES OBJECTIONS (1.0); TELECONFERENCES WITH SBC COMMUNICATIONS RE SAME (0.2); TELECONFERENCES WITH AT&T RE SAME (0.2); FOLLOW UP CORRESPONDENCE R. ENTERGY RESOLUTIONS (0.2).

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MATZ TJ	11/18/05	1.40	FOLLOW UP CALLS WITH D. LADDIN OF SBC COMMUNICATIONS RE UTILITY CONSENT (0.2); AND FOLLOW UP CALL WITH V. D'AGOSTINO OF AT&T RE UTILITY CONSENT (0.3); CORRESPONDENCE WITH V. D'AGOSTINO RE FORM OF LETTER AGREEMENT (0.2); TELECONFERENCE WITH COMPANY RE OUTSTANDING UTILITY MATTERS, RESOLUTION OF ENTERGY OBJECTION (0.7).
MATZ TJ	11/21/05	3.40	WORKING ON AND CORRESPONDENCE RE EXPANSION POWER CONTRACT MODIFICATION AND IMPLEMENTATION OF SAME (1.6); FINALIZING LETTER AGREEMENT WITH AT&T AND WITHDRAWAL OF OBJECTION (0.4); TELECONFERENCE AND FOLLOW UP CORRESPONDENCE WITH D. LADDIN OF SBC (0.7); REVIEWING AND REVISING ENTERGY MARK UP OF LETTER AGREEMENT RE ADEQUATE ASSURANCE (0.5); REVIEWING NEW REQUEST FOR ADEQUATE ASSURANCE FROM TROUTMAN SANDERS (0.2).
MATZ TJ	11/22/05	2.50	CONTINUING WORK ON RESOLVING AND DOCUMENTING RESOLUTION OF UTILITIES' OBJECTIONS (AT&T, SBC AND ENTERGY) (1.3); WORK ON ADDITIONAL REQUEST FOR ADEQUATE ASSURANCE FROM COLUMBIA GAS OF OHIO (0.2); WORK ON REQUEST FOR ADEQUATE ASSURANCE FROM KOKOMS GAS AND FUEL (0.2); WORK ON REQUEST FOR ADEQUATE ASSURANCE FROM LGF TRADING CO. (0.2); TELECONFERENCE WITH D. POOLE RE AT&T RESOLUTION (0.3); FOLLOW UP RE SAME (0.3).
MATZ TJ	11/23/05	0.80	WORKING ON FINALIZING ENTERGY'S REQUEST FOR ADEQUATE ASSURANCE (0.5); FOLLOW UP TELECONFERENCE RE AT&T RESOLUTION (0.3).
MATZ TJ	11/26/05	0.90	CORRESPONDENCE RE RESOLUTION OF UTILITIES DEPOSIT CLAIMS (0.3); FOLLOW UP WORK RE PAYMENT OF DEPOSITS (0.3); TELECONFERENCE WITH D. LADDIN RE SBC EXPIRING CONTRACTS (0.3).
MATZ TJ	11/30/05	1.40	CORRESPONDENCE AND CALLS WITH D. LADDIN RE SBC CONTRACT RENEWAL (0.6); CORRESPONDENCE AND CALLS R. REYES RE SBC CONTRACT RENEWAL (0.5); WORK ON ADDITIONAL REQUEST FOR ADEQUATE ASSURANCE (0.3).
		39.00	
<b>Total Counsel</b>		39.00	
DE ELIZALDE D	10/18/05	1.50	REVIEWED NIAGARA LETTER AGREEMENT; DRAFTED STIPULATION (1.5).

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DE ELIZALDE D	10/19/05	4.40	ANALYSIS RE NIAGARA MOHAWK CLAIM, LETTER AGREEMENT AND ASSUMPTION OF SUCH CONTRACT (1.5); DRAFTED STIPULATION BETWEEN DELPHI AND NIAGARA MOHAWK (2.9).
DE ELIZALDE D	10/24/05	0.70	REVIEWED AND REVISED TERM SHEET RE NIAGARA MOHAWK'S REQUEST FOR ADEQUATE ASSURANCE (0.7).
DE ELIZALDE D	10/25/05	3.70	RESEARCH RE UTILITIES' RIGHT FOR ADEQUATE ASSURANCE (3.7).
DE ELIZALDE D	11/09/05	0.40	SUPERVISED FILING AND SERVICE OF MOTION TO ASSUME RE NIMO (0.4).
		10.70	
MEISLER RE	10/19/05	0.30	TELECONFERENCE WITH B. KAPLAN RE UTILITIES (0.3).
MEISLER RE	10/21/05	0.90	ATTENTION TO UTILITY MATTERS (0.6); ATTENTION TO CONOCO PHILLIPS DISPUTE (0.3).
MEISLER RE	10/25/05	2.40	CONFERENCES WITH G. NOVOD RE EDS AND REMOVAL OF SAME FROM UTILITIES MOTION (0.7); TELECONFERENCES WITH D. LADDIN RE SBC (0.9); TELECONFERENCES WITH CONSORTIUM OF UTILITIES RE OBJECTIONS TO UTILITY MOTION (0.5); REVIEW AND REVISE ORDER RE SAME (0.3).
MEISLER RE	10/26/05	0.40	REVIEW OF ISSUES RE UTILITIES (0.2); TELECONFERENCE WITH D. LADDIN RE SAME (0.2).
MEISLER RE	10/31/05	0.50	REVIEW CE CONTRACT CORRESPONDENCE (0.2); ATTENTION TO OBJECTING UTILITIES (0.3).
MEISLER RE	11/01/05	1.70	TELECONFERENCE WITH D. POOLE, M. HESTER, B. KAPLAN RE UTILITIES ISSUES (1.4); ATTENTION TO SAME (0.3).
MEISLER RE	11/07/05	0.50	ATTENTION TO OBJECTING UTILITIES (0.5).
MEISLER RE	11/11/05	0.20	TELECONFERENCE WITH K. CRAFT RE VERIZON (0.2).
MEISLER RE	11/21/05	0.70	TELECONFERENCES WITH V. ZIEGLER RE RESOLUTION OF UTILITIES OBJECTION (0.2); WORK ON SAME (0.5).
		7.60	
TOUSSI S	10/17/05	0.80	FOLLOW-UP ISSUES RE VARIOUS UTILITY REQUESTS FOR ADEQUATE ASSURANCE (0.5); FOLLOW UP WITH NIAGARA MOHAWK RE ASSIGNMENT OF ULTRA TOOL'S UTILITY CONTRACT (0.3).

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TOUSSI S	10/18/05	0.70	ADDRESS ISSUES RE NIAGRA MOHAWK AND OTHER UTILITY ISSUES (0.7).
TOUSSI S	10/19/05	0.60	EDIT AND REVISE NIAGRA STIPULATION (0.6).
TOUSSI S	10/20/05	0.70	FOLLOW-UP ISSUES WITH NIAGRA POWER, EDIT AND REVISE STIPULATION (0.7).
TOUSSI S	10/21/05	0.70	ADDRESS VARIOUS UTILITY ISSUES (0.3); EDIT AND REVISE PROPOSED TERM SHEET/STIPULATION (0.4).
TOUSSI S	10/25/05	3.00	REVIEW UTILITY ORDER AND OBJECTIONS (1.0); REVIEW CASE LAW RE ADEQUATE PROTECTION FOR UTILITIES IN THE SDNY (0.5); NEGOTIATE UTILITY OBJECTIONS WITH VARIOUS UTILITY COMPANIES (SBC, ETENERGY, AND AT&T) (1.5).
TOUSSI S	11/10/05	0.70	FOLLOW-UP ISSUES RE RECENTLY FILED CEC MOTION TO ASSUME UTILITY CONTRACTS (0.7).
		7.20	
ZIEGLER VE	10/18/05	3.10	WORK ON UTILITY ISSUES AND NIAGRA MOHAWK SETTLEMENT (3.1).
ZIEGLER VE	10/20/05	8.40	REVIEW STIPULATION WITH NIAGRA MOHAWK POWER CORPORATION (1.0); TELECONFERENCES WITH RESPECT TO ADEQUATE ASSURANCE REQUESTS (6.3); VARIOUS TELECONFERENCES AND EMAIL CORRESPONDENCE WITH DELPHI RE PEPSCO AND OTHER UTILITY PROVIDERS (1.1).
ZIEGLER VE	10/21/05	7.30	REVIEW AND REVISE TERM SHEET (1.9); WORK ON CONOCO PHILLIPS ORAL OBJECTION AS A UTILITY (1.1); EMAIL CORRESPONDENCE WITH D. POOLE RE SAME AND GEORGIA POWER (0.5); EMAIL CORRESPONDENCE WITH P. PRUITT RE SAME (0.8); WORK ON REQUEST FOR ADEQUATE ASSURANCE OF GEORGIA PACIFIC (2.1); TELECONFERENCE WITH C. TURNER RE SAME (0.9).
ZIEGLER VE	10/24/05	17.50	WORK ON REQUESTS FOR ADEQUATE ASSURANCE BY VARIOUS INFORMALLY OBJECTING PARTIES (4.3); EMAIL CORRESPONDENCE AND TELECONFERENCES WITH G. NOVODN (EDS), M. POKRASSA (FTI), C. HOSHALL (PEPCO), P. PREWITT (CONOCO), D. POOLE, RE UTILITY DISPUTES (5.6); REVIEW FORMAL OBJECTIONS TO UTILITY MOTION (3.4); PREPARE SUMMARY CHART RE SAME (2.1); RESEARCH RE FORWARD CONTRACT MERCHANT AND UTILITY (2.1).

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ZIEGLER VE	10/25/05	16.80	VARIOUS TELECONFERENCES WITH DELPHI RE UTILITY PROVIDERS INFORMATION (3.4); REVIEW EXHIBITS AND INFORMATION PROVIDED FROM COMPANY (2.4); VARIOUS TELECONFERENCES WITH UTILITY COMPANIES OBJECTING TO THE UTILITY MOTION (4.5); WORK ON RESEARCH RE FORWARD CONTRACT AND UTILITY PROVIDERS (2.2); WORK ON REPLY TO OBJECTION (2.2); REVIEW OBJECTIONS (2.1).
ZIEGLER VE	10/26/05	8.80	WORK ON RESOLUTIONS OF UTILITY OBJECTIONS AND VARIOUS CALLS WITH UTILITY PROVIDERS (4.3); DRAFT RESPONSE TO UTILITY OBJECTIONS (4.5).
ZIEGLER VE	10/27/05	3.10	REVISE UTILITY EXHIBIT AND ORDER AND DISTRIBUTE TO COURT (3.1).
ZIEGLER VE	10/28/05	3.90	FOLLOW UP CALLS WITH UTILITY PROVIDERS (1.6); UPDATE UTILITY EXHIBIT (1.1); REVISE OBJECTION CHART (1.2).
ZIEGLER VE	10/31/05	7.30	WORK ON VARIOUS UTILITY REQUESTS FOR ADEQUATE ASSURANCE (3.2); VARIOUS TELECONFERENCES WITH UTILITY PROVIDERS (1.2); REVISE CHART AND EXHIBITS PROVIDED BY DELPHI (2.9).
ZIEGLER VE	11/01/05	11.90	TELECONFERENCE WITH D. POOLE AND M. HESTER RE UTILITY PROVIDERS REQUESTS FOR ADEQUATE ASSURANCE (1.5) REVIEW VARIOUS REQUESTS FOR ADEQUATE ASSURANCE (2.2); WORK RE SAME (4.3); PREPARE CHART SUMMARIES RE OBJECTIONS TO UTILITY MOTION AND DATA COLLECTED FROM CLIENT (2.4); EMAIL CORRESPONDENCE WITH R. REYES AND A. MACRINO RE AT&T'S AND SBC'S REQUESTS FOR ADEQUATE ASSURANCE (1.5).
ZIEGLER VE	11/02/05	8.80	TELECONFERENCES WITH UTILITIES (1.7); VARIOUS TELECONFERENCES WITH D. POOL RE UTILITY REQUESTS (1.8); VARIOUS TELECONFERENCES AND EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE LETTER AGREEMENTS AND SETTLEMENTS (2.3); WORK ON SAME (3.0).
ZIEGLER VE	11/03/05	6.20	WORK ON RESOLVING OBJECTING UTILITIES REQUESTS (3.7); TELECONFERENCES WITH VARIOUS UTILITY COMPANIES (1.9); EMAIL CORRESPONDENCE WITH ENTERGY MISSISSIPPI RE ADEQUATE ASSURANCE (0.6).
ZIEGLER VE	11/04/05	6.20	VARIOUS CALLS AND EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE LETTER AGREEMENTS AND SETTLEMENTS (4.1); WORK ON SAME (2.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	11/07/05	2.60	TELECONFERENCES WITH VARIOUS UTILITY COMPANIES (1.9); EMAIL CORRESPONDENCE WITH ENTERGY MISSISSIPPI RE ADEQUATE ASSURANCE (0.7).
ZIEGLER VE	11/08/05	5.50	WORK ON RESOLVING OBJECTING UTILITIES REQUESTS (3.7); EMAIL CORRESPONDENCE WITH CLIENT RE CHARTS AND AGREEMENTS WITH NIAGARA MOHAWK (1.8).
ZIEGLER VE	11/09/05	7.00	VARIOUS TELECONFERENCES WITH D. POOL RE UTILITY REQUESTS (1.5); VARIOUS TELECONFERENCES AND EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE LETTER AGREEMENTS AND SETTLEMENTS (2.1); WORK ON SAME (3.4).
ZIEGLER VE	11/10/05	5.50	VARIOUS TELECONFERENCES AND EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE LETTER AGREEMENTS AND SETTLEMENTS (2.1); WORK ON SAME (3.4).
ZIEGLER VE	11/11/05	6.20	VARIOUS TELECONFERENCES AND EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE LETTER AGREEMENTS AND SETTLEMENTS (4.1); WORK ON SAME (2.1).
ZIEGLER VE	11/14/05	10.80	WORK ON SUPPLEMENTAL EXHIBIT TO UTILITY ORDER (1.5); WORK ON REQUESTS FOR ADEQUATE ASSURANCE (3.1); TELECONFERENCES AND EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE LETTER AGREEMENTS AND SETTLEMENTS (4.1); WORK ON SAME (2.1).
ZIEGLER VE	11/15/05	7.40	WORK ON LETTER AGREEMENTS WITH UTILITY COMPANIES (3.6) EMAIL CORRESPONDENCE AND VARIOUS CALLS RE SAME (1.6); REVIEW AND FOLLOW UP ON REQUESTS FOR ADEQUATE ASSURANCE (1.1); RESEARCH RE ORDINARY COURSE OF BUSINESS TRANSACTION AND MODIFICATION OF A CONTRACT (1.1).
ZIEGLER VE	11/16/05	9.30	WORK ON REQUESTS FOR ADEQUATE ASSURANCE (3.1); VARIOUS TELECONFERENCES AND EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE LETTER AGREEMENTS AND SETTLEMENTS (4.1); WORK ON SAME (2.1).
ZIEGLER VE	11/17/05	10.30	VARIOUS TELECONFERENCES WITH D. LADIN RE SBC 'S REQUESTS FRO ADEQUATE ASSURANCE AND ASSUMPTION OF CONTRACTS (2.1); VARIOUS TELECONFERENCES AND EMAIL CORRESPONDENCE WITH OTHER OBJECTING UTILITIES AND DELPHI RE SETTLEMENT AND LETTER AGREEMENTS (4.1); DRAFTED LETTER AGREEMENTS AND RESPONSES (4.1).



**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	11/18/05	4.40	WORK ON VARIOUS LETTER AGREEMENTS WITH UTILITY COMPANIES (3.1); VARIOUS TELECONFERENCES WITH DELPHI AND UTILITIES RE SAME (1.3).
ZIEGLER VE	11/21/05	7.40	WORK ON LETTER AGREEMENTS WITH UTILITY COMPANIES (3.6) EMAIL CORRESPONDENCE AND VARIOUS TELECONFERENCES RE SAME (1.6); REVIEW AND FOLLOW UP ON REQUESTS FOR ADEQUATE ASSURANCE (1.1); RESEARCH RE ORDINARY COURSE OF BUSINESS TRANSACTION AND MODIFICATION OF A CONTRACT (1.1).
ZIEGLER VE	11/22/05	7.30	VARIOUS CALLS WITH E. SCHNABEL AND V. D'AGOSTINO RE ENTERGY'S AND AT&T'S REQUESTS FOR ADEQUATE ASSURANCE; REVISE LETTER AGREEMENT RE SAME; EMAIL CORRESPONDENCE AND TELECONFERENCES WITH D. POOL AND M. HALL RE VARIOUS REQUESTS FOR ADEQUATE ASSURANCE (7.3).
ZIEGLER VE	11/23/05	6.90	REVISE LETTER AGREEMENTS WITH UTILITY COMPANIES (3.8); VARIOUS TELECONFERENCES RE SAME (3.1).
ZIEGLER VE	11/28/05	8.20	WORK ON UTILITIES REQUESTS FOR ADEQUATE ASSURANCE (2.7); REVISE LETTER AGREEMENTS (2.7); TELECONFERENCE WITH M. HALL RE CLEAR WATER ENTERPRISE (0.3); EMAIL CORRESPONDENCE RE SAME (0.3); TELECONFERENCE AND EMAIL CORRESPONDENCE WITH M. HALL RE MONROE WATER COMPANY (0.6); REVISE SUPPLEMENTAL EXHIBIT (1.1); EMAIL CORRESPONDENCE RE SAME (0.5).
ZIEGLER VE	11/29/05	4.30	REVIEW AND DRAFT RESPONSE TO CENTERPOINT ENERGY'S REQUEST FOR ADEQUATE ASSURANCE (2.5); WORK ON UTILITY SUPPLEMENT EXHIBIT (0.7); RESPOND TO REQUEST FOR ADEQUATE ASSURANCE BY CLEAR WATER ENTERPRISE (1.1).
ZIEGLER VE	11/30/05	7.00	RESEARCH AND DRAFT EMAIL RE CENTERPOINT ENERGY'S REQUEST FOR ADEQUATE ASSURANCE (3.1); WORK ON SUPPLEMENTAL EXHIBIT TO UTILITY ORDER (1.1); VARIOUS TELECONFERENCES WITH M. HALL RE SIGNATURE PAGES (1.0); REVISE LETTER AGREEMENTS (1.8).
		219.40	
Total Associate		244.90	
TOTAL TIME		<u>286.60</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Utilities**

**Bill Date: 12/30/05**  
**Bill Number: 1091378**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/11/05	Copy Center, D	0.17
In-house Reproduction	11/15/05	Copy Center, D	0.67
In-house Reproduction	11/29/05	Copy Center, D	0.16
<b>TOTAL IN-HOUSE REPRODUCTION</b>			<b>\$1.00</b>
Telephone Expense	10/28/05	Telecommunications, D	0.85
Telephone Expense	10/28/05	Telecommunications, D	1.40
Telephone Expense	10/28/05	Telecommunications, D	0.23
Telephone Expense	11/23/05	Telecommunications, D	4.31
Telephone Expense	11/23/05	Telecommunications, D	7.13
Telephone Expense	11/23/05	Telecommunications, D	1.03
Telephone Expense	11/23/05	Telecommunications, D	0.05
<b>TOTAL TELEPHONE EXPENSE</b>			<b>\$15.00</b>
Lexis/Nexis	10/25/05	De Elizalde D	10.00
<b>TOTAL LEXIS/NEXIS</b>			<b>\$10.00</b>
Westlaw	10/21/05	Ziegler VE	18.09
Westlaw	10/24/05	Ziegler VE	581.90
Westlaw	11/03/05	Ziegler VE	334.28
Westlaw	11/10/05	Ziegler VE	475.73
<b>TOTAL WESTLAW</b>			<b>\$1,410.00</b>
<b>TOTAL MATTER</b>			<b>\$1,436.00</b>

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)  
Utilities

Bill Date: 01/31/06  
Bill Number: 1092991

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	12/01/05	1.20	WORKING AND FINALIZING SUPPLEMENT TO UTILITIES ORDER (0.4); TELECONFERENCES AND CORRESPONDENCE WITH FTI CONSULTING RE SAME (0.4); FOLLOW-UP RE AT&T WITHDRAWAL OF OBJECTION (0.2); REVIEWING AND DISTRIBUTE TO CHAMBERS BLACKLINE OF CONSUMERS ENERGY ORDER (0.2).
MATZ TJ	12/04/05	0.40	REVIEWING AND UPDATING UTILITIES CHART, DEPOSIT REQUIREMENTS STATUS (0.4).
MATZ TJ	12/05/05	1.30	TELECONFERENCES AND CORRESPONDENCE WITH D. POOLE RE ENTERGY AGREEMENT AND DEPOSIT REQUIREMENTS (0.4); FOLLOW-UP WORK TO CONFIRM ALL DEPOSIT ARRANGEMENTS, MECHANICS FOR D. POOLE (0.6); TELECONFERENCE AND CORRESPONDENCE WITH R. REYES ON SBC COMMUNICATIONS RESOLUTIONS (0.3).
MATZ TJ	12/06/05	1.60	TELECONFERENCES WITH D. POOLE RE SETTLEMENT OF UTILITY DEPOSITS (0.4); TELECONFERENCES WITH R. REYES RE SETTLEMENT OF UTILITY DEPOSITS (0.2); CORRESPONDENCE RE SAME (0.4); TELECONFERENCE WITH A. MACRINS, R. REYES RE SBC COMMUNICATIONS CONTRACT MATTERS (0.6).
MATZ TJ	12/07/05	0.50	TELECONFERENCES WITH D. POOLE AND M. HESTER RE ADEQUATE ASSURANCE REQUEST (0.5).
MATZ TJ	12/08/05	1.60	TELECONFERENCE WITH D. LADDIN, SBC AND A. MACRINO RE SBC ADEQUATE ASSURANCE REQUEST AND EXTENSION OF CONTRACTS THROUGH 2006 (0.6); TELECONFERENCES WITH D. LADDIN RE SAME (0.8); FOLLOW UP CALL WITH A. MACRINO RE SAME (0.2).
MATZ TJ	12/12/05	0.30	FOLLOW UP CALL WITH R. REYES RE SBC OBJECTION RESOLUTION (0.3).
MATZ TJ	12/13/05	1.40	CORRESPONDENCE AND CALLS WITH A. MARCINO, R. REYES RE SBC LETTER AGREEMENT, DEPOSIT (0.5); REVIEW AND REVISE SBC LETTER AGREEMENT (0.4); TELECONFERENCES WITH VARIOUS UTILITIES RE ADEQUATE ASSURANCE REQUEST (0.5).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	12/14/05	1.30	CONTINUING WORK ON FINALIZING LETTER AGREEMENT WITH SBC COMMUNICATIONS (0.4); WORK ON ADDITIONAL REQUEST FOR ADEQUATE ASSURANCE AND TELECONFERENCES WITH COMPANY RE SAME (0.9).
MATZ TJ	12/16/05	1.00	TELECONFERENCES D. POOLE RE VARIOUS SECURITY DEPOSITS (0.4); FOLLOW UP CORRESPONDENCE WITH J. SHEEHAN & M. HESTER RE SAME (0.4); FOLLOW UP WITH A. MACRINO RE SBC SETTLEMENT (0.2).
MATZ TJ	12/19/05	0.90	CORRESPONDENCE AND WORK ON ADDITIONAL REQUEST FOR ADEQUATE ASSURANCE (0.6); FOLLOW UP RE STATUS OF SBC CLAIM AND ALL DEPOSITS (0.3).
MATZ TJ	12/20/05	0.60	CORRESPONDENCE WITH SBC COUNSEL RE ADEQUATE ASSURANCE SETTLEMENT (0.3); FOLLOW UP WORK RE ADDITIONAL UTILITIES REQUEST (0.3).
MATZ TJ	12/21/05	0.40	REVIEW AND REVISE FINAL LETTER AGREEMENT WITH SBC (0.2); FOLLOW UP RE SAME (0.2).
		<b>12.50</b>	
<b>Total Counsel</b>		<b>12.50</b>	
DE ELIZALDE D	12/06/05	1.50	ANALYSIS RE EDISON'S CLAIM (1.5).
DE ELIZALDE D	12/08/05	1.20	ANALYSIS OF CNE CLAIM FOR ADEQUATE ASSURANCE (1.2).
DE ELIZALDE D	12/13/05	2.90	ANALYSIS OF KOKOMO AND DUKE ENERGY'S REQUEST FOR ADEQUATE ASSURANCE (2.9).
DE ELIZALDE D	12/14/05	1.50	ANALYSIS OF REQUEST OF ADEQUATE ASSURANCE BY KOKOMO AND DUKE ENERGY (1.5).
		<b>7.10</b>	
TOUSSI S	12/12/05	1.40	ADDRESS ISSUES RE VARIOUS OUTSTANDING UTILITY ISSUES (0.5); ADDRESS SETOFF REQUEST BY ENTERGY (0.4), RESEARCH ISSUES RE SAME (0.5).
TOUSSI S	12/14/05	1.30	REVIEW SETTLEMENT AGREEMENT (0.3), FURTHER RESEARCH ON UTILITY SETOFF RIGHTS OF UTILITY (0.5); PREPARE CORRESPONDENCE AND SETTLEMENT PROPOSAL RE ENTERGY (0.5).
TOUSSI S	12/15/05	1.80	ADDRESS OUTSTANDING UTILITY ISSUES (0.7); RESEARCH ISSUES RE APPLICATION OF DEPOSITS (0.5); TELECONFERENCE WITH ENTERGY TO DISCUSS SETTLEMENT (0.6).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

TOUSSI S	12/16/05	1.10	ADDRESS UTILITY SETOFF ISSUES RE ENTERGY (0.4); RESEARCH 553(A) (3) SETOFF DEFENSES RE 8/15 DEPOSIT (0.5); FOLLOW UP WITH D. POOLE RE POTENTIAL DEFENSE TO ENTERGY'S SETOFF REQUEST (0.2).
TOUSSI S	12/21/05	0.90	ADDRESS UTILITY ISSUES RE CONSTELLATION AND ENTERGY (0.5); FOLLOW UP WITH CLIENT AND REVIEW POTENTIAL DEFENSES (0.4).
		6.50	
ZALTZMAN H*	12/09/05	2.10	COMPLETE SETTLEMENT LETTER TO SBC BASED ON TERMS REACHED WITH AT&T (2.1).
ZALTZMAN H*	12/13/05	0.40	DRAFTING/EDITING ON SBC SETTLEMENT LETTER (0.4).
		2.50	
ZIEGLER VE	12/01/05	7.80	DRAFT LETTER RESPONSES TO REQUESTS FOR ADEQUATE ASSURANCE (3.1); PREPARE STATUS CHARTS OF LETTER AGREEMENTS AND INFORMAL OBJECTIONS FILED BY UTILITY COMPANIES (3.3); VARIOUS TELECONFERENCES WITH D. POOLE RE OUTSTANDING UTILITY ISSUES (1.4).
ZIEGLER VE	12/02/05	7.20	RESEARCH AND DRAFT EMAIL RE CENTERPOINT ENERGY'S REQUEST FOR ADEQUATE ASSURANCE (2.5); WORK ON SUPPLEMENTAL EXHIBIT TO UTILITY ORDER (1.3); VARIOUS TELECONFERENCES WITH M. HALL RE SIGNATURE PAGES (1.3); REVISE LETTER AGREEMENTS (2.1).
ZIEGLER VE	12/19/05	4.60	WORK ON ENTERGY'S OBJECTION (2.1); VARIOUS TELECONFERENCES WITH N. BERGER RE SAME (0.4); REVIEW AND REVISE UTILITY PAYMENT AND ADEQUATE ASSURANCE REQUESTS CHARTS (1.1); FOLLOW UP ON DEPOSIT PAYMENTS (0.5); TELECONFERENCE WITH D. POOLE RE OUTSTANDING MATTERS (0.5).
ZIEGLER VE	12/20/05	8.50	WORK ON CONSTELLATION ENERGY'S SET OFF REQUEST (1.4); VARIOUS TELECONFERENCES WITH D. POOLE RE SAME (1.2); WORK ON SBC LETTER AGREEMENT (1.1); VARIOUS TELECONFERENCES WITH D. LADDIN RE SAME (0.8); VARIOUS TELECONFERENCES WITH A. MARCHINO RE SAME (0.8); REVIEW AND RESEARCH DUKE ENTERGY'S REQUEST FOR ADEQUATE ASSURANCE (2.1); FOLLOW UP WITH M. HALL AND D. POOLE RE SAME (1.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	12/21/05	9.10	WORK ON NYPA'S REQUEST TO CURE DEFAULTS UNDER POWER CONTRACTS WITH NIAGARA MOHAWK (2.3); VARIOUS TELECONFERENCES WITH M. ZARNOSKY RE SAME (1.4); WORK ON SBC LETTER AGREEMENT (1.3); VARIOUS TELECONFERENCES WITH D. LADDIN RE SAME (0.8); VARIOUS TELECONFERENCES WITH D. VANSICKLE RE SAME (0.9); REVIEW AND RESEARCH DUKE ENTERGY'S REQUEST FOR ADEQUATE ASSURANCE (2.4).
ZIEGLER VE	12/22/05	4.40	EMAIL CORRESPONDENCE AND CALLS WITH E. RAY AND M. FISK RE ADEQUATE ASSURANCE REQUESTS (2.1); FOLLOW UP WITH M. HALL ON VARIOUS UTILITY MATTERS (1.2); TELECONFERENCES WITH TALLY WIENER RE PEPCO'S REQUEST FOR SETOFF (1.1).
ZIEGLER VE	12/27/05	3.50	WORK ON ENTERGY'S OBJECTION (2.0) VARIOUS TELECONFERENCES WITH N. BERGER RE SAME (0.4); REVIEW AND REVISE UTILITY PAYMENT AND ADEQUATE ASSURANCE REQUESTS CHARTS (1.1).
ZIEGLER VE	12/28/05	6.50	WORK ON NYPA'S REQUEST TO CURE DEFAULTS UNDER POWER CONTRACTS WITH NIAGARA MOHAWK (4.1); VARIOUS TELECONFERENCES WITH M. ZARNOSKY RE SAME (1.2); EMAIL CORRESPONDENCE WITH P. ZISSER RE SAME (1.2).
ZIEGLER VE	12/29/05	1.10	REVIEW SOUTHERN CALIFORNIA EDISON'S REQUEST FOR ADEQUATE ASSURANCE (1.1).
ZIEGLER VE	12/30/05	5.60	WORK ON PROFFERS AND SCRIPTS RE NIAGARA MOHAWK; LEASE PROCEDURES AND LEASE REJECTION MOTIONS (4.5); REVIEW SOUTHERN CALIFORNIA EDISON'S REQUEST FOR ADEQUATE ASSURANCE (1.1).
		58.30	
<b>Total Associate/Law Clerk</b>		<b>74.40</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

SALAZAR AG	12/01/05	0.70	PREPARE AND ELECTRONICALLY FILE SUPPLEMENTAL EXHIBIT TO UTILITIES ORDER AND COORDINATE SERVICE (0.7)
SALAZAR AG	12/02/05	0.50	CIRCULATE NOTICE OF WAIVER FOR UTILITY OBJECTIONS AND SEND TO CLIENT AND DISTRIBUTE INTERNALLY WITH INSTRUCTIONS FOR PAYMENT (0.5).
SALAZAR AG	12/06/05	0.50	GATHER SIGNATURE PAGES RE UTILITIES SETTLEMENTS TO SEND TO CLIENT (0.5).
SALAZAR AG	12/07/05	0.10	REVISE CHART ON UTILITY SETTLEMENTS (0.1).
SALAZAR AG	12/18/05	0.30	REVIEW STATES OF UTILITY PAYMENTS (0.3).
		2.10	
Total Legal Assistant		2.10	

**TOTAL TIME**

**89.00**

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Utilities**

**Bill Date: 01/31/06  
Bill Number: 1092991**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	12/02/05	Copy Center, D	1.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$1.00</b>
Telephone Expense	12/29/05	Telecommunications, D	1.21
Telephone Expense	12/29/05	Telecommunications, D	0.14
Telephone Expense	12/29/05	Telecommunications, D	0.65
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$2.00</b>
Messengers/ Courier	12/19/05	Dist Serv/Mail/Page, D	6.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$6.00</b>
		<b>TOTAL MATTER</b>	<b>\$9.00</b>



**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Utilities**

**Bill Date: 02/28/06  
Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
MARAFIOTI KA	01/25/06	1.00	CORRESPONDENCE RE UTILITIES (0.3); DEVELOP STRATEGY RE OBJECTIONS RAISED BY UTILITIES AND REQUESTS FOR ADEQUATE ASSURANCE (0.7).
MARAFIOTI KA	01/26/06	0.60	CORRESPONDENCE RE SOUTHERN CALIFORNIA EDISON (0.6).
MARAFIOTI KA	01/31/06	0.50	REVIEWED AND REVISED NOTICE OF DECISION TO ENTER INTO POWER SERVICE CONTRACT WITH CONSUMERS ENERGY AND RELATED CORRESPONDENCE (0.2); STUDY ISSUES RE LOCKPORT/NYSEG TRANSACTION (0.3).
		<b>2.10</b>	
<b>Total Partner</b>		<b>2.10</b>	
MATZ TJ	01/06/06	1.60	REVIEWING RESPONSES TO 2 ADEQUATE ASSURANCE REQUEST (0.4); REVIEW AND WORK ON FACTS AND RESPONSE RE SOUTHERN CALIFORNIA EDISON AND UNITED POWERS REQUEST FOR ADEQUATE ASSURANCE (1.2).
MATZ TJ	01/09/06	0.60	CONTINUING WORK ON SOUTHERN CALIFORNIA EDISON AND UNITED POWER REQUEST FOR ADEQUATE ASSURANCE (0.6).
MATZ TJ	01/11/06	0.80	FOLLOW UP WORK RE ADDITIONAL REQUEST FOR ADEQUATE ASSURANCE (0.6); CORRESPONDENCE RE SAME (0.2).
MATZ TJ	01/12/06	0.60	WORK ON ADEQUATE ASSURANCE REQUEST (0.4); FOLLOW UP CORRESPONDENCE RE SAME (0.2).
MATZ TJ	01/16/06	0.50	WORK ON RESOLUTION OF LOCKOUT REQUEST (0.3); RESOLUTION OF ADDITIONAL REQUEST FOR ADEQUATE ASSURANCE (0.2).
MATZ TJ	01/17/06	0.80	CONTINUING WORK ON LOCKPORT FACILITY AMENDMENTS TO POWER SUPPLY AGREEMENTS WITH TWO SUPPLIERS (0.6); FOLLOW UP CORRESPONDENCE RE SAME (0.2).
MATZ TJ	01/18/06	1.00	FOLLOW UP WORK RE NIAGARA MOHAWK (0.4); CORRESPONDENCE RE LOCKPORT ELECTRICITY CONTRACT (0.2); FOLLOW UP WORK RE SAME AND GEORGIA POWER (0.4).
MATZ TJ	01/19/06	0.60	CONTINUING WORK RE ADEQUATE ASSURANCE MATTERS IN GEORGIA POWER AND RESOLUTION THEREOF (0.4) AND POSSIBLE COURT APPLICATION RE DISPUTE (0.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MATZ TJ	01/23/06	1.20	CONTINUING WORK ON REQUESTS FOR ADEQUATE ASSURANCE, INCLUDING OBJECTION TO SOUTHERN CALIFORNIA EDISON MOTION TO VACATE (0.8); STATUS OF VARIOUS CLAIMS (0.4).
MATZ TJ	01/24/06	1.20	WORK ON MATTERS RE OBJECTION TO SOUTHERN CALIFORNIA EDISON MOTION TO VACATE (1.2).
MATZ TJ	01/25/06	0.80	CONTINUING WORK ON SOUTHERN CALIFORNIA EDISON MOTION TO VACATE AND RESPONSE (0.8).
MATZ TJ	01/26/06	1.00	CONTINUING WORK ON SOUTHERN CALIFORNIA EDISON MOTION TO VACATE/ADEQUATE ASSURANCE REQUEST (0.8); CORRESPONDENCE RE SAME (0.2).
MATZ TJ	01/27/06	0.70	FURTHER CORRESPONDENCE AND WORK RE RESOLUTION OF SOUTHERN CALIFORNIA EDISON MOTION TO VACATE AND REQUEST FOR ADEQUATE ASSURANCE (0.5); CORRESPONDENCE RE CONSUMERS ENERGY CONTRACT ASSUMPTION (0.2).
MATZ TJ	01/30/06	0.50	CONTINUING WORK ON SOUTHERN CALIFORNIA EDISON'S REQUEST FOR ADEQUATE ASSURANCE (0.2); CONTINUING WORK ON GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.1); CONTINUING WORK ON ALABAMA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.1); CONTINUING WORK ON KOKOMO AND KGF'S REQUEST FOR ADEQUATE ASSURANCE (0.1).
MATZ TJ	01/31/06	0.80	FOLLOW UP WORK RE LOCKPORT CONTRACT MATTER AND POSSIBLE MOTION RE SAME (0.8).
		12.70	
<b>Total Counsel</b>		12.70	
DE ELIZALDE D	01/24/06	0.50	REVIEWED INTERIM AND FINAL UTILITIES ORDERS AND CERTIFICATES OF SERVICE THEREOF (0.5).
DE ELIZALDE D	01/25/06	3.20	ANALYSIS OF SCE MOTION TO VACATE UTILITY ORDER (0.8); RESEARCH RE APPLICABILITY OF BANKRUPTCY RULES 9017 AND 7004 TO THE UTILITY PLEADINGS (1.5); DRAFTED OBJECTION TO SCE'S MOTION TO VACATE UTILITY ORDER (0.9).
		3.70	
ZALTZMAN H*	01/05/06	3.10	RESEARCH DELAYED REQUESTS FOR ADEQUATE ASSURANCE UNDER THE UTILITIES MOTION (3.1).
ZALTZMAN H*	01/06/06	0.80	COMPLETE RESEARCH RE UTILITIES MOTION AND DELAYED REQUESTS ISSUES (0.8).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZALTZMAN H*	01/23/06	5.40	RESEARCH PROPER SERVICE PROCEDURES RE MOTION TO VACATE UTILITY ORDER, FOCUSING ON OVERNIGHT MAIL (2.4); RESEARCH FURTHER CASELAW SUPPORTING "ADEQUATE ASSURANCE" STANDARD USED IN UTILITY MOTION (1.8); RESEARCH RE UTILITY OBJECTION RE WHETHER CAPITAL EXPENDITURES OF SEPARATE K ARE PRE OR POST PETITION (1.2).
		9.30	
ZIEGLER VE	01/03/06	4.40	EMAIL CORRESPONDENCE WITH M. HESTER AND D. POOLE RE UNTIMELY REQUESTS FOR ADEQUATE ASSURANCE (1.2); FOLLOW UP ON SBC'S DEPOSIT PAYMENT (0.5); TELECONFERENCE WITH M. FISK RE KOKOMO AND KGF'S REQUEST FOR ADEQUATE ASSURANCE (0.7); EMAIL CORRESPONDENCE WITH M. HALL AND D. POOL RE MONTHLY AVERAGE PAYMENTS FOR UTILITY COMPANIES AND ACCOUNT VERIFICATION (1.5); TELECONFERENCES WITH C. TURNER RE GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.5).
ZIEGLER VE	01/04/06	9.60	DRAFT SCRIPT RE NIAGARA MOHAWK MOTION (2.1); WORK ON NYPA'S REQUEST TO CURE DEFAULTS UNDER POWER CONTRACTS WITH NIAGARA MOHAWK (3.1); VARIOUS TELECONFERENCES WITH M. ZARNOSKY RE SAME (1.2); REVIEW AND RESEARCH DUKE ENTERGY'S REQUEST FOR ADEQUATE ASSURANCE (3.2).
ZIEGLER VE	01/05/06	8.40	MEETING WITH M. ZARNOSKY RE PREPARATION FOR NIAGARA MOHAWK MOTION HEARING (1.3); EMAIL CORRESPONDENCE WITH R. JOHNSON RE ADEQUATE ASSURANCE REQUEST (0.8); TELECONFERENCE AND EMAIL CORRESPONDENCE WITH E. RAY RE ALABAMA POWER'S REQUEST FOR ADEQUATE ASSURANCE (1.2); TELECONFERENCE AND EMAIL CORRESPONDENCE WITH M. FISK RE KOKOMO, KGF AND COLUMBIA GAS OF OHIO REQUESTS FOR ADEQUATE ASSURANCE (1.4); TELECONFERENCE WITH J. CARLINE FROM NYPA RE OUTSTANDING PREPETITION AMOUNTS OWED BY DELPHI TO NYPA UNDER THE NIMO AGREEMENT (0.9); EMAIL CORRESPONDENCE WITH M. HESTER RE SAME (0.3); DRAFT SETTLEMENT AGREEMENT RE SAME (2.5).
ZIEGLER VE	01/06/06	5.80	DRAFT A LETTER RESPONSE TO SOUTHERN CALIFORNIA EDISON RE UNTIMELY REQUEST FOR ADEQUATE ASSURANCE (4.2); EMAIL CORRESPONDENCE WITH M. HALL RE SOUTHERN CALIFORNIA EDISON (0.5); EMAIL CORRESPONDENCE WITH D. POOLE AND M. HESTER RE UNTIMELY REQUESTS FOR ADEQUATE ASSURANCE (1.1).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	01/09/06	1.90	TELECONFERENCES WITH CHRISTIAN TURNER RE GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.4); EMAIL CORRESPONDENCE WITH M. HESTER AND D. POOLE RE UNTIMELY REQUESTS FOR ADEQUATE ASSURANCE (1.2); FOLLOW UP ON SBC'S DEPOSIT PAYMENT (0.3).
ZIEGLER VE	01/10/06	3.80	TELECONFERENCE WITH M. FISK RE KOKOMO AND KGF'S REQUEST FOR ADEQUATE ASSURANCE (0.4); EMAIL CORRESPONDENCE WITH M. HALL AND D. POOL RE MONTHLY AVERAGE PAYMENTS FOR UTILITY COMPANIES AND ACCOUNT VERIFICATION (1.4); TELECONFERENCES WITH C. TURNER RE GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.4); EMAIL CORRESPONDENCE WITH M. HESTER AND D. POOLE RE UNTIMELY REQUESTS FOR ADEQUATE ASSURANCE (1.2); FOLLOW UP ON SBC'S DEPOSIT PAYMENT (0.4).
ZIEGLER VE	01/13/06	10.80	EMAIL CORRESPONDENCE WITH M. HALL RE ALABAMA POWER, KOKOMO AND GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (1.3) NEGOTIATE WITH UTILITY COMPANIES RE REQUESTS FOR ADEQUATE ASSURANCE (3.1); REVIEW SECOND CIRCUIT RECENT BANKRUPTCY CASES RE SAME (1.2); TELECONFERENCE AND EMAIL CORRESPONDENCE WITH C. TURNER RE GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.6); EMAIL CORRESPONDENCE AND VARIOUS TELECONFERENCES WITH M. HESTER AND D. POOLE RE TIMELY REQUESTS FOR ADEQUATE ASSURANCE (1.6); ANALYZE SAME (2.5); TELECONFERENCES WITH M. HESTER RE SAME (0.5).
ZIEGLER VE	01/17/06	11.40	WORK ON ANALYSIS OF WHETHER A MODIFICATION OF A POWER CONTRACT BETWEEN LOCKPORT, NYPA, NYGEG AND DELPHI IS IN THE ORDINARY COURSE OF BUSINESS (4.9); DRAFT MEMO RE SAME (4.7); EMAIL CORRESPONDENCE WITH M. HESTER AND D. POOLE RE REQUEST FOR ADEQUATE ASSURANCE (1.3); TELECONFERENCE WITH M. FIKS RE REQUESTS FOR ADEQUATE ASSURANCE BY KOKOMO AND KFG (0.5).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

ZIEGLER VE	01/18/06	9.50	TELECONFERENCE WITH M. ZARNOSKY AND M. HESTER RE OUTSTANDING PREPETITION AMOUNTS OWED BY DELPHI TO NYPA UNDER THE NIMO AGREEMENT (0.9); TELECONFERENCE WITH J. CARLINE FROM NYPA RE SAME (0.8). EMAIL CORRESPONDENCE AND ANALYSIS RE SAME (3.8); EMAIL CORRESPONDENCE WITH M. HALL RE DUKE ENERGY AND GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (1.3); TELECONFERENCE AND EMAIL CORRESPONDENCE WITH C. TURNER RE GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.8); DRAFT LETTER AGREEMENT RE SETTLEMENT WITH GEORGIA POWER (1.3); EMAIL CORRESPONDENCE WITH J. SHEEHAN RE TIMELY REQUESTS FOR ADEQUATE ASSURANCE (0.6).
ZIEGLER VE	01/19/06	8.60	TELECONFERENCE AND EMAIL CORRESPONDENCE WITH E. RAY RE ALABAMA POWER'S REQUEST FOR ADEQUATE ASSURANCE (1.2); TELECONFERENCE AND EMAIL CORRESPONDENCE WITH M. FISK RE KOKOMO, KGF AND COLUMBIA GAS OF OHIO REQUESTS FOR ADEQUATE ASSURANCE (1.4); TELECONFERENCE WITH M. ZARNOSKY RE OUTSTANDING PREPETITION AMOUNTS OWED BY DELPHI TO NYPA UNDER THE NIMO AGREEMENT (0.9); TELECONFERENCE WITH J. CARLINE FROM NYPA RE SAME (0.9); EMAIL CORRESPONDENCE WITH M. HESTER RE SAME (0.4); DRAFT SETTLEMENT AGREEMENT RE SAME (3.8).
ZIEGLER VE	01/20/06	9.40	NEGOTIATE WITH UTILITY COMPANIES RE REQUESTS FOR ADEQUATE ASSURANCE (2.6); EMAIL CORRESPONDENCE WITH M. HALL RE DUKE ENERGY AND GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (1.1) REVIEW INVOICES RE ACCOUNT NUMBERS AND AVERAGE MONTHLY PAYMENTS RE VARIOUS UTILITY COMPANIES (2.6); REVIEW SECOND CIRCUIT RECENT BANKRUPTCY CASES RE SAME (1.0); TELECONFERENCE AND EMAIL CORRESPONDENCE WITH C. TURNER RE GEORGIA POWER'S REQUEST FOR ADEQUATE ASSURANCE (0.6); DRAFT LETTER AGREEMENT RE SETTLEMENT WITH ALABAMA POWER (1.1); EMAIL CORRESPONDENCE WITH J. SHEEHAN RE TIMELY REQUESTS FOR ADEQUATE ASSURANCE (0.4).
ZIEGLER VE	01/22/06	9.00	DRAFT OBJECTION TO MOTION TO VACATE UTILITY ORDER FILED BY SOUTHERN CALIFORNIA EDISON (5.7); RESEARCH CASE LAW AND RECENT SECOND CIRCUIT CASES RE MOTIONS TO VACATE; LATE REQUESTS AND SECURITY DEPOSIT (3.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	01/23/06	12.90	RESEARCH CASE LAW AND RECENT SECOND CIRCUIT CASES RE MOTIONS TO VACATE, LATE REQUESTS AND SECURITY DEPOSIT IN CONNECTION WITH A MOTION TO VACATE UTILITY ORDER (4.3); START DRAFTING OBJECTION RE SAME (4.4); TELECONFERENCE WITH M. HESTER RE PREPETITION VS. POSTPETITION CLAIM ISSUE WITH RESPECT TO UTILITY TERMINATION PROVISIONS (1.1); RESEARCH RE SAME (3.1).
ZIEGLER VE	01/24/06	15.40	DRAFT OBJECTION TO MOTION TO VACATE UTILITY ORDER FILED BY SOUTHERN CALIFORNIA EDISON (9.7); TELECONFERENCES WITH KCC RE SERVICE OF UTILITY PLEADING (1.1); REVIEW AFFIDAVIT OF SERVICE (0.4); INVESTIGATE SERVICE TO SCE (1.1); RESEARCH RE RULE 7004 AND 9014 AND SERVICE OF FIRST DAY PLEADINGS (3.1).
ZIEGLER VE	01/25/06	12.00	RESEARCH RE RULE 7004 AND 9014 AND SERVICE OF FIRST DAY PLEADINGS (3.1); DRAFT OBJECTION TO MOTION TO VACATE UTILITY ORDER FILED BY SOUTHERN CALIFORNIA EDISON (7.7); TELECONFERENCES WITH KCC RE SERVICE OF UTILITY PLEADING (0.5); TELECONFERENCE WITH K. MARAFIOTI RE SOUTHERN CALIFORNIA EDISON AND OTHER UTILITY MATTERS (0.5); VOICE MAIL TO M. HESTER RE SAME (0.2).
ZIEGLER VE	01/26/06	8.00	EMAIL CORRESPONDENCE WITH M. HESTER AND J. SHEEHAN RE ANALYSIS OF SOUTHERN CALIFORNIA'S MOTION TO VACATE UTILITY ORDER (1.4); WORK AND ANALYSIS RE SAME (2.4); REVIEW AGREEMENTS FOR DISTRIBUTION OF GAS FROM COLUMBIA GAS OF OHIO (1.9); TELECONFERENCES WITH D. POOLE AND M. HALL FROM DELPHI AND J. SHOE FROM GM RE COLUMBIA GAS OF OHIO MONTHLY BILLING STATEMENTS (1.9); EMAIL CORRESPONDENCE WITH UTILITY COMPANIES RE ADEQUATE ASSURANCE LETTER AGREEMENTS (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	01/27/06	11.00	REVIEW AGREEMENTS BETWEEN GM AND DELPHI RE UTILITY SERVICES (1.8); REVIEW AGREEMENTS FOR DISTRIBUTION OF GAS FROM COLUMBIA GAS OF OHIO (1.9); TELECONFERENCES WITH D. POOLE AND M. HALL FROM DELPHI AND J. SHOE FROM GM RE COLUMBIA GAS OF OHIO MONTHLY BILLING STATEMENTS (1.9); REVIEW BILLS FOR THE LAST 12 MONTHS FOR COLUMBIA GAS OF OHIO (1.1); TELECONFERENCES WITH M. FISK RE SAME (1.4); TELECONFERENCE WITH M. FISK RE KOKOMO AND KGF'S REQUEST FOR ADEQUATE ASSURANCE (0.6); EMAIL CORRESPONDENCE WITH M. HALL AND D. POOL RE MONTHLY AVERAGE PAYMENTS FOR UTILITY COMPANIES AND ACCOUNT VERIFICATION (1.4); EMAIL CORRESPONDENCE WITH M. HESTER RE SOUTHERN CALIFORNIA EDISON (0.3); TELECONFERENCE WITH M. HALL RE NIAGARA MOHAWK (0.6).
ZIEGLER VE	01/30/06	12.30	DRAFT LETTER AGREEMENT WITH SOUTHERN CALIFORNIA EDISON (1.2); EMAIL CORRESPONDENCE, CALLS AND NEGOTIATIONS WITH R. JOHNSON RE SETTLEMENT OF MOTION TO VACATE UTILITY ORDER (4.4) REVISE AGREEMENT WITH SOUTHERN CALIFORNIA EDISON (2.1); DRAFT LETTER AGREEMENTS WITH KOKOMO, KGF AND ALABAMA POWER RE ADEQUATE ASSURANCE (3.0); EMAIL CORRESPONDENCE WITH COUNSELS RE ADEQUATE ASSURANCE NEGOTIATIONS (1.2); TELECONFERENCE WITH D. POOLE RE COLUMBIA GAS OF OHIO'S REQUESTS FOR ADEQUATE ASSURANCE AND STORAGE OF GAS (0.4).
ZIEGLER VE	01/31/06	11.70	RESEARCH ISSUES RE LATE FEES AND UTILITY CHARGES (3.1); WORK ON LETTER TO WATER UTILITY COMPANIES (2.1); TELECONFERENCES WITH M. HESTER, NYSEG, AND LEOEUF (NYSEG'S COUNSEL) RE MODIFICATION OF AGREEMENT WITH LOCKPORT (2.2); RESEARCH ISSUES RE SAME (3.1); WORK ON LETTER AGREEMENT WITH SOUTHERN CALIFORNIA EDISON (1.2).
		175.90	
Total Associate/Law Clerk		188.90	
TOTAL TIME		<u>203.70</u>	

\* Law clerks are law school graduates  
who are not presently admitted to practice.

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)  
Utilities**

**Bill Date: 02/28/06  
Bill Number: 1108418**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	01/10/06	Copy Center, D	0.24
In-house Reproduction	01/27/06	Copy Center, D	1.76
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$2.00</b>
Lexis/Nexis	01/05/06	Zaltzman H	408.77
Lexis/Nexis	01/06/06	Zaltzman H	259.23
Lexis/Nexis	01/23/06	Zaltzman H	463.42
Lexis/Nexis	01/25/06	Ziegler VE	147.90
Lexis/Nexis	01/25/06	De Elizalde D	326.68
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$1,606.00</b>
Westlaw	01/09/06	Ziegler VE	592.62
Westlaw	01/24/06	Ziegler VE	2,370.31
Westlaw	01/31/06	Ziegler VE	950.07
		<b>TOTAL WESTLAW</b>	<b>\$3,913.00</b>
Messengers/ Courier	01/06/06	Dist Serv/Mail/Page, D	10.00
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$10.00</b>
Outside Research/Internet Services	01/06/06	Pacer Service Center	27.00
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$27.00</b>
		<b>TOTAL MATTER</b>	<b>\$5,558.00</b>